



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**  
DIVISION OF MARKET REGULATION

OMB APPROVAL	
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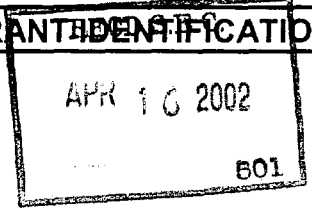
**FACING PAGE**  
**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/01 AND ENDING 12/31/01  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

AOT USA, LLC



OFFICIAL USE ONLY
FIRM ID NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

220 Bush Street, Suite 660

(No. and Street)

San Francisco CA 94104  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Mark Westcott (312) 786-3218  
(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Altschuler, Melvoin and Glasser LLP

(Name - if individual, state last, first, middle name)

One South Wacker Drive Chicago Illinois  
(Address) (City) (State)

60606-3399  
PROCESSED  
MAY 22 2002  
P THOMSON FINANCIAL

CHECK ONE:

- ☒ Certified Public Accountant  
☐ Public Accountant  
☐ Accountant not resident in United States or any of its possessions.

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\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

## OATH OR AFFIRMATION

I, Mark Westcott, affirm that, to the best of my knowledge and belief the accompanying statement of financial condition pertaining to the firm of AOT USA, LLC, as of December 31, 2001, is true and correct. I further affirm that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer.

\_\_\_\_\_

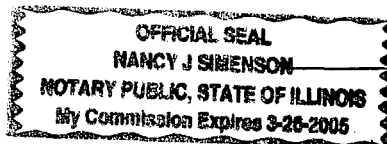
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\_\_\_\_\_

Sworn and subscribed to me on the

12th day of April 2002

Nancy J. Simenson  
Notary Public



Mark Westcott  
Signature  
Mark Westcott  
Managing Director  
Title

This report\*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☐ (c) Statement of Income (Loss).
- ☐ (d) Statement of Cash Flows.
- ☐ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☐ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- ☐ (o) Independent Auditors' Report on Internal Control.

\*\*For conditions of confidential treatment of certain portions of this filing, see Section 240.17a-5(e)(3).

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**Altschuler, Melvoin and Glasser LLP**

Certified Public Accountants and Consultants

## **Independent Auditors' Report**

Members of  
AOT USA, LLC

We have audited the accompanying statement of financial condition of AOT USA, LLC as of December 31, 2001 that you are filing pursuant to Rule 17a-5 of the Securities and Exchange Commission. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the financial position of AOT USA, LLC as of December 31, 2001 in conformity with U.S. generally accepted accounting principles.

Chicago, Illinois  
March 20, 2002

**AOT USA, LLC****Statement of Financial Condition****December 31, 2001**

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**Assets**

Receivable from broker	\$ 104,915,274
Securities owned (pledged \$83,826,999)	83,876,999
Exchange memberships, at cost (market value \$86,000)	535,000
Other assets	<u>115,000</u>
	<u><u>\$ 189,442,273</u></u>

**Liabilities and Members' Equity**

Liabilities	
Securities sold, not yet purchased	\$ 184,860,879
Payable to traders	1,115,589
Accounts payable and accrued expenses	<u>237,375</u>
Total liabilities	186,213,843
Members' equity	<u>3,228,430</u>
<b>Total liabilities and members' equity</b>	<u><u>\$ 189,442,273</u></u>

# AOT USA, LLC

## Notes to the Statement of Financial Condition

December 31, 2001

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### Note 1 Nature of Operations and Significant Accounting Policies

**Nature of Operations**—AOT USA, LLC (the "Company") is a broker-dealer registered under the Securities Exchange Act of 1934 and acts as a market maker on exchanges located in San Francisco and Chicago.

The operating agreement provides, among other things, that the Company shall dissolve no later than December 31, 2010.

**Use of Estimates**—The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Securities and Derivative Financial Instruments**—Securities and derivative financial instrument transactions are recorded on trade date. Marketable securities and derivative financial instruments are valued at market value, based on quoted market prices. Resulting unrealized gains and losses are reflected in revenue.

Amounts receivable and payable for securities transactions that have not reached their contractual settlement date are recorded net on the statement of financial condition.

**Fair Value of Financial Instruments**—Substantially all of the Company's assets and liabilities are considered financial instruments and are reported in the statement of financial condition at market or fair value, or at carrying amounts that approximate fair value because of the short maturity of the instruments.

**Net Trading Gains**—Trading gains are reported net of trader participation.

**Income Taxes**—The Company is taxed as a partnership under the provisions of the Internal Revenue Code and, accordingly, is not subject to federal corporate income taxes. Instead, members are liable for federal income taxes on their respective share of taxable income.

### Note 2 Securities Owned and Sold, Not Yet Purchased

Securities owned and sold, not yet purchased, at December 31, 2001 consist of:

	Securities Owned	Securities Sold, Not Yet Purchased
Equities	\$ 27,274,359	\$ 124,543,864
Equity options	56,552,640	60,317,015
Preferred stock, nonmarketable	50,000	
Total	<u>\$ 83,876,999</u>	<u>\$ 184,860,879</u>

# **AOT USA, LLC**

## **Notes to the Statement of Financial Condition**

**December 31, 2001**

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### **Note 2 Securities Owned and Sold, Not Yet Purchased, *Continued***

At December 31, 2001, securities owned of \$83,826,999 and cash at the broker of \$104,915,274 are pledged as collateral for securities sold, not yet purchased.

### **Note 3 Members' Equity**

The Company's operating agreement provides for managing and entrepreneurial classes of members having varying rights, preferences, privileges and obligations. The managing member has sole power and authority to carry out management responsibilities and control the day-to-day management of the Company's operations, including distributions and admittance of new members. The entrepreneurial members have no voting rights.

As of December 31, 2001, members' equity balances were approximately \$2,100,000 for the managing member, and approximately \$1,100,000 for the entrepreneurial members.

### **Note 4 Financial Instruments with Off-Balance-Sheet Risk**

In connection with its proprietary market making and trading activities, the Company enters into transactions in a variety of securities and derivative financial instruments, primarily exchange-traded equity options, futures contracts, and options on futures contracts. Options held provide the Company with the opportunity to deliver or take delivery of specified financial instruments at a contracted price. Options written obligate the Company to deliver or take delivery of specified financial instruments at a contracted price in the event the option is exercised by the holder. Futures contracts provide for the delayed delivery or purchase of financial instruments at a specified future date at a specified price or yield. These derivative financial instruments may have market risk and/or credit risk in excess of the amounts recorded in the statement of financial condition.

**Market Risk**—Derivative financial instruments involve varying degrees of off-balance-sheet market risk. Changes in the market values of the underlying financial instruments may result in changes in the value of the derivative financial instruments in excess of the amounts reflected in the statement of financial condition. Exposure to market risk is influenced by a number of factors, including the relationships between financial instruments and the volatility and liquidity in the markets in which the financial instruments are traded. In many cases, the use of derivative financial instruments serves to modify or offset market risk associated with other transactions and, accordingly, serves to decrease the Company's overall exposure to market risk. The Company attempts to manage its exposure to market risk arising from the use of these derivative financial instruments through various analytical monitoring techniques.

In addition, the Company has sold securities that it does not currently own and will therefore be obligated to purchase such securities at a future date. The Company has recorded these obligations in the statement of financial condition at December 31, 2001, at market values of the related securities and would incur a loss if the market value of the securities increases subsequent to December 31, 2001.

**Note 4 Financial Instruments with Off-Balance-Sheet Risk, *Continued***

**Credit Risk**—Credit risk arises from the potential inability of counterparties to perform in accordance with the terms of the contract. The Company's exposure to credit risk associated with counterparty nonperformance is limited to the current cost to replace all contracts in which the Company has a gain. Exchange-traded derivative financial instruments, such as options and futures, generally do not give rise to significant counterparty exposure due to the cash settlement procedures for daily market movements or the margin requirements of the individual exchanges and clearing brokers.

**Concentration of Credit Risk**—The Company clears all of its trades through one clearing broker. In the event this counterparty does not fulfill its obligation, the Company may be exposed to risk. This risk of default depends on the creditworthiness of this counterparty. The Company attempts to minimize this credit risk by monitoring the creditworthiness of its clearing broker.

**Note 5 Net Capital Requirements**

The Company is a broker-dealer subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1). Under this rule, the Company is required to maintain "net capital" of 6-2/3 percent of "aggregate indebtedness" or \$100,000, whichever is greater, as these terms are defined. Net capital changes from day to day, but as of December 31, 2001, the Company had net capital and net capital requirements of approximately \$1,500,000 and \$100,000, respectively. The net capital rule may effectively restrict the withdrawal of members' equity.



# **AOT USA, LLC**

## **Statement of Financial Condition**

**December 31, 2001**

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Filed Pursuant to Rule 17a-5(d) Under the Securities  
Exchange Act of 1934

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**Altschuler, Melvoin and Glasser LLP**  
Certified Public Accountants and Consultants